



**CERTAMX**  
**AMERICAN**  
**STOCK EXCHANGE**  
Equities Options ETFs

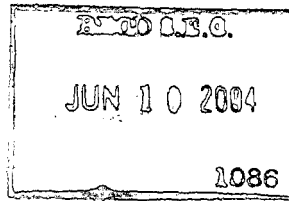


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June 10, 2004

Ms. Willie Mae Stroud  
Filer Support - 2  
Room 1004, Mail Stop 1-4  
Office of Filing Information & Consumer Services  
Division of Market Regulation  
Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, NW  
Washington, D.C. 20549

**PROCESSED**

JUN 15 2004

**THOMSON  
FINANCIAL**

Dear Ms. Stroud:

This is to certify that the American Stock Exchange, (the "Exchange") received from Morgan Stanley (the "Registrant") a copy of the Company's application on Form 8-A for the registration of the following security:

***10% Stock Participation Accreting Redemption Quarterly-pay Securities  
"SPARQS<sup>®</sup>"***

***Exchangeable for the Common Stock of Avaya, Inc.  
Due July 15, 2005***

We further certify that the above security has been approved by the Exchange for listing and registration, upon official notice of issuance, and understand that the 8A will be immediately effective upon your receipt of this letter.

Sincerely,

Richard A. Mikaliunas

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